

RATTET, PASTERNAK & GORDON-OLIVER, LLP
Proposed Attorneys for the Debtors
550 Mamaroneck Avenue
Harrison, New York 10528
(914) 381-7400
Robert L. Rattet, Esq.
Erica Feynman, Esq.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X

In re:

BYRAM CONCRETE & SUPPLY INC.

Chapter 11

Case No. 08 B 09 22037(ASH)

Debtor.

Tax ID No. 13-3019447

-----X

In re:

SOUTH STREET MATERIALS, INC.

Chapter 11

Case No. 08 B 22040(ASH)

Debtor.

Tax ID No. 13-3842449

-----X

**DECLARATION OF LEONARD LUISO PURSUANT
TO LOCAL BANKRUPTCY RULE 1007-2**

STATE OF NEW YORK)
)
) ss.:
COUNTY OF WESTCHESTER)

LEONARD LUISO, being duly sworn, deposes and says:

1. I am the President, 100% shareholder and sole director of both Byram Concrete & Supply Inc. and South Street Materials, Inc. (respectively, "Byram" and "South Street", collectively, the "Debtors"). I have served as President of Byram since 1995 and before that time

I was the Vice President. I have served as the President of South Street since I purchased it in 1995. As such, I am familiar with the Debtors' respective operations, businesses and financial affairs.

2. I submit this affidavit pursuant to Rule 1007(d) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rule 1007-2 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules").

3. Part I of this Affidavit describes the Debtors' respective businesses and circumstances leading to the commencement of these chapter 11 cases. Part II provides information required by Local Bankruptcy Rule 1007-2.

PART I

BACKGROUND

4. Byram is the leading producer and supplier of ready mixed concrete and currently services approximately 70% of the concrete needs in Westchester county. Byram is located at 56 Lafayette Avenue, White Plains, New York 10603.

5. The company began in 1910 as "Byram Coal" which was operated in Port Chester, New York on the Byram River. After World War II, the company switched from coal to concrete.

6. In 1980, my family purchased Byram Coal and over the next decade, we grew the company from four concrete trucks to twenty and built a concrete plant. In the mid 1990s the company moved from its Port Chester location to White Plains, from where it currently operates today.

7. South Street was purchased in 2004 in connection with the purchase of one other entity, Aggregate Trucking and the real estate on which South Street operates (which real estate

is currently owned by L JL Realty, LLC. South Street also manufactures and delivers ready mix concrete and sells wholesale and retail masonry supplies. South Street operates from 1006 Lower South Street, Peekskill, New York 10566.

8. While Byram and South Street are in the same business, they service different customers and/ or different customer needs. The Debtors maintain separate business premises, separate books and records and, in most cases, separate employees. As set forth more fully below, in an effort to cut costs, the Debtors have consolidated certain administrative roles; however, in all other aspects of business operations, the Debtors and their affairs and finances are separate and independent of one another.

9. Today, the concrete business is run with increasingly narrow profit margins and therefore relies heavily on customer volume. During 2005 and 2006, both Debtors enjoyed high volume and revenues. Specifically, Byram sold between 250,000 and 300,000 yards of concrete and South Street sold between 40,000 and 50,000 yards of concrete per year. These sales translated at their height to approximately \$32 million and \$8 million in sales per year, respectively. However, over the past two years, as a result of rising costs of raw materials and fuel, profit margins fell off completely and in fact, both Debtors suffered continuing losses. These continuing losses made it impossible for the Debtors remain current on their obligations including payments to Citibank, Byram's pre-petition lender, their respective union obligations, trade creditors and even their basic operating expenses such as rent.

10. Moreover, in 2005 and 2006, development in Westchester county was on the rise. The buzz was loud about Yonkers waterfront projects, the Cross County Center redevelopment, the Route 287 reconstruction, the entrance of the Trump corporation into the New Rochelle and the rapid redevelopment of downtown White Plains.

11. In order to be best positioned to take advantage of the anticipated opportunities, the Debtors expanded their operations. Additional locations were acquired by the Debtor's principal, employees were hired, administrative employees were hired and systems were implemented. This expansion, while not entirely an expansion by the Debtors, took money, time and attention that otherwise could have been most helpful to the Debtors in weathering the downturn in volume and increase in cost of goods thrust upon the Debtors.

12. Although some of the anticipated Westchester county development did in fact materialize, the volume of business and pace of development that was anticipated by the construction industry did not come to fruition and those companies who strategically positioned themselves to take advantage of this boom, as the Debtors did here, suffered as they struggled to downshift and downsize accordingly.

13. In an effort to react to this worsening situation, the Debtors recently took a number of cost cutting measures. Specifically, Byram recently laid off three (3) management level employees and two (2) dispatchers for a total savings of approximately \$300,000 per year. Byram also closed its sand dock facility in Mount Vernon for a total yearly savings of \$240,000 per year and consolidated its office space in order to reduce its monthly rental obligations.

14. The Debtors have also consolidated certain of its back office functions, they have converted to a central dispatch operation instead of maintaining separate dispatchers and have allocated the cost for same by 2:1, respectively, and have centralized their billing departments.

15. In addition, the Debtors have installed satellite tracking systems in all of its trucks which the Debtors believe will increase efficiency of the Debtors' respective operations.

16. South Street also has employed significant cost cutting measures specific to its own operations. Over the last year it has laid off its plant manager and its bookkeeper resulting in

an approximate yearly savings of \$200,000. Most significant however is South Street's decision to temporarily cease operations during its slow season, the winter. In connection with the temporary shut down, the Debtor has laid off all of its employees and has drastically slashed its monthly operating expenses. It anticipates reopening its operations in early to mid-March of this year.

17. Typically, concrete companies do not shut down in the slow season for fear of not being able to service customers and thus losing them to competitors. However, in this case, South Street is confident that it can maintain its customer relationships by having the limited winteractivity on these accounts serviced by Byram.

18. Despite these aggressive cost cutting measures which have been recently employed by the Debtors, the Debtors are still in need of the protections that Chapter 11 provides. Specifically, over the last two years, the Debtors continuing losses have impaired their ability to remain current on its obligations to such creditors as its lender, their responsive unions and their ordinary trade creditors. Although the Debtors have had steady business, they have each had to make major adjustments in order to compensate for the market changes as discussed above.

19. The Debtors are confident that Chapter 11 will enable them to obtain some breathing room from their creditors, afford them the time to restructure their operations and obligations and begin to see the savings they anticipate. The Debtors intend to take advantage of current and future revenues thereby enabling them to fund a plan of reorganization, successfully emerge from bankruptcy and regain their position as Westchester's premier concrete provider.

PART II

INFORMATION REQUIRED BY LOCAL BANKRUPTCY RULE 1007

20. In addition to the foregoing, Local Bankruptcy Rule 1007-4 requires certain information related to the Debtors, which is set forth below.

Local Rule 1007-2(a)(1)

21. The Debtors are concrete manufacturers and suppliers. South Street is also a wholesale and retail masonry supplier. The Debtors' bankruptcy was precipitated by the operating losses suffered by the Debtors in 2007 and 2008.

Local Rule 1007-2(a)(2)

22. This case was not originally commenced under Chapter 7 or 13 of title 11 of the United States Code, 11 U.S.C. §§ 101, et seq., as amended by the Bankruptcy Abuse Prevention and Consumer Protection Act of 2005. No trustee or committee has been appointed herein.

Local Rule 1007-2(a)(3)

23. Upon information and belief, no committee was organized prior to the order for relief in this Chapter 11 case.

Local Rule 1007-2(a)(4)

24. A list of the names and addresses of the Debtors' respective 20 largest unsecured claims, excluding those who would not be entitled to vote at a creditors' meeting under 11 U.S.C. Section 702; those who were employees of the Debtors at the Filing Date, and creditors who are "insiders" as that term is defined in 11 U.S.C. Section 101(31) is annexed hereto as **Schedule I**.

Local Rule 1007-2(a)(5)

25. A list of the names and addresses of the Debtors' respective five largest secured

creditors is annexed hereto as **Schedule II**.

Local Rule 1007-2(a)(6)

26. Summaries of the Debtors' assets and liabilities are annexed as **Schedule III**.

Local Rule 1007-2(2)(7)

27. There are no publicly held securities of the Debtor. Leonard Luiso is the 100% shareholder of each Debtor.

Local Rule 1007-2(2)(8)

28. None of the Debtor's property is in the possession of any custodian, public officer, mortgagee, pledge, assignee of rents, or secured creditor, or any agent for such entity.

Local Rule 1007-2(a)(9)

29. Byram's offices are located at 56 Lafayette Avenue, White Plains, New York. South Street's offices are located at 1006 Lower South Street, Peekskill, New York.

Local Rule 1007-2(a)(10)

30. The Debtors' substantial assets as well as its books and records are located at its offices (as described above).

31. The Debtors do not own any assets outside the territorial limits of the United States.

Local Rule 1007-2(a)(11)

32. Pending actions or proceedings against the Debtors or their property are annexed hereto as **Exhibit IV**.

Local Rule 1007-2(a)(12)

33. The senior management of the Debtors consists of President, Leonard Luiso,

Chief Operating Officer, Paul Schmieder and Controller, Terry Solazzo.

Local Rule 1007-2(b)(1)

34. The estimated payroll to the employees of Byram, exclusive of officers and directors, for the thirty (30) day period following the filing of the chapter 11 petition is \$366,980.83 which sum is inclusive of all payroll taxes, wage and union related benefits.

35. The estimated payroll to the employees of South Street, exclusive of officers and directors, for the thirty (30) day period following the filing of the chapter 11 petition is \$13,253.89 which sum is inclusive of all payroll taxes and related benefits.

Local Rule 1007-2(b)(2)

36. The estimated amount to be paid by Byram for services to its officers and directors for the thirty (30) day period following the filing of the Chapter 11 petition is \$14,723.08.

37. The estimated amount to be paid by South Street for services to its officers and directors for the thirty (30) day period following the filing of the Chapter 11 petition is \$4,000.

Local Rule 1007-2(b)(3)

38. The estimated schedule of cash receipts and disbursements for the thirty (30) day period following the filing of the Chapter 11 petition, net cash gain or loss, obligations and receivables expected to accrue but remaining unpaid, other than professional fees is annexed as

Schedule V.

Pursuant to 28 U.S.C. § 1746, I declare under the penalty of perjury that the foregoing is true and correct.

/s/ Leonard Luiso
LEONARD LUISO, President

Sworn to before me this
8th day of January, 2009.

/s/ Jonathan S. Pasternak
Notary Public

Schedule I

List of Debtors' 20 Largest Unsecured Creditors

United States Bankruptcy Court
Southern District of New York

In re BYRAM CONCRETE & SUPPLY INC.

Debtor(s)

Case No. 09-22037
Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
TEAMSTERS LOCAL456 BEN. FUNDS 160 SOUTH CENTRAL AVENUE ELMSFORD, NY 10523	TEAMSTERS LOCAL456 BEN. FUNDS 160 SOUTH CENTRAL AVENUE ELMSFORD, NY 10523			1,422,670.24
LAFARGE NORTH AMERICA P.O. BOX 13682 NEWARK, NJ 07188	LAFARGE NORTH AMERICA P.O. BOX 13682 NEWARK, NJ 07188			850,924.17
TILCON NEW YORK, INC. P.O. BOX 34550 NEWARK, NJ 07189-4550	TILCON NEW YORK, INC. P.O. BOX 34550 NEWARK, NJ 07189-4550			799,754.61
HOLCIM US INC. P.O. BOX 8500-6930 PHILADELPHIA, PA 19178-6930	HOLCIM US INC. P.O. BOX 8500-6930 PHILADELPHIA, PA 19178-6930			778,972.17
ESSEX CEMENT COMPANY P.O. BOX 651036 CHARLOTTE, NC 28265	ESSEX CEMENT COMPANY P.O. BOX 651036 CHARLOTTE, NC 28265			639,438.61
NEW YORK SAND & STONE, LLC 63 FLUSHING AVENUE UNIT 311 BROOKLYN, NY 11205	NEW YORK SAND & STONE, LLC 63 FLUSHING AVENUE UNIT 311 BROOKLYN, NY 11205			441,820.00
AMERICAN EXPRESS P.O. BOX 2855 NEW YORK, NY 10116-2855	AMERICAN EXPRESS P.O. BOX 2855 NEW YORK, NY 10116-2855			405,865.77
WEST SHORE SAND P.O. BOX 2002 HOLTVILLE, NY 11742	WEST SHORE SAND P.O. BOX 2002 HOLTVILLE, NY 11742			249,625.86
ASHBY FUEL OIL CORP. 99 BEECHWOOD AVENUE NEW ROCHELLE, NY 10801	ASHBY FUEL OIL CORP. 99 BEECHWOOD AVENUE NEW ROCHELLE, NY 10801			192,767.13
N&T REPAIRS 33-30 127TH STREET CORONA, NY 11368	N&T REPAIRS 33-30 127TH STREET CORONA, NY 11368			183,764.89

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
 (Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
M.A.T. ENTERPRISES, INC. P.O. BOX 277 GARNERVILLE, NY 10923	M.A.T. ENTERPRISES, INC. P.O. BOX 277 GARNERVILLE, NY 10923			147,263.70
BASF ADMIXTURES, INC. 24503 NETWORK PLACE CHICAGO, IL 60673-1245	BASF ADMIXTURES, INC. 24503 NETWORK PLACE CHICAGO, IL 60673-1245			110,865.90
F&R INDUSTRIES, INC. 50 PECONIC AVENUE MEDFORD, NY 11763	F&R INDUSTRIES, INC. 50 PECONIC AVENUE MEDFORD, NY 11763			105,399.85
PICCO CONSTRUCTION, LLC 154 EAST POST ROAD MAMARONECK, NY 10543	PICCO CONSTRUCTION, LLC 154 EAST POST ROAD MAMARONECK, NY 10543			58,278.01
MATERIAL LOGISTICS, INC. P.O. BOX 790008 MIDDLE VILLAGE, NY 11379	MATERIAL LOGISTICS, INC. P.O. BOX 790008 MIDDLE VILLAGE, NY 11379			56,809.08
NORTHEAST SOLITE P.O. BOX 437 MOUNT MARION, NY 12456	NORTHEAST SOLITE P.O. BOX 437 MOUNT MARION, NY 12456			52,556.34
A. PERFECT GOLDMAN ELECTRICAL 48 POTTER AVENUE NEW ROCHELLE, NY 10801	A. PERFECT GOLDMAN ELECTRICAL 48 POTTER AVENUE NEW ROCHELLE, NY 10801			39,977.36
LOCAL 137 JOINT FUND 1360 PLEASANTVILLE ROAD BRIARCLIFF MANOR, NY 10510	LOCAL 137 JOINT FUND 1360 PLEASANTVILLE ROAD BRIARCLIFF MANOR, NY 10510			34,221.07
KEANE & BEANE, P.C. 445 HAMILTON AVENUE 15TH FLOOR WHITE PLAINS, NY 10601	KEANE & BEANE, P.C. 445 HAMILTON AVENUE 15TH FLOOR WHITE PLAINS, NY 10601			25,923.75
ARCTIC GLASIER INC., NY NEW YORK REGION 500 FENIMORE ROAD MAMARONECK, NY 10543	ARCTIC GLASIER INC., NY NEW YORK REGION 500 FENIMORE ROAD MAMARONECK, NY 10543			25,470.50

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the PRESIDENT of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date January 8, 2009
 Signature /s/ LEONARD J. LUISO
 LEONARD J. LUISO
 PRESIDENT

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
 18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court
Southern District of New York

In re **SOUTH STREET MATERIALS, INC.**

Debtor(s)

Case No.

Chapter

11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
F&R INDUSTRIES, INC. 26 WILLIAMS AVENUE HOLTVILLE, NY 11742	F&R INDUSTRIES, INC. 26 WILLIAMS AVENUE HOLTVILLE, NY 11742	MATERIAL DEBT		265,499.01
LAFARGE NORTH AMERICA P.O. BOX 13682 NEWARK, NJ 07188	LAFARGE NORTH AMERICA P.O. BOX 13682 NEWARK, NJ 07188	MATERIAL DEBT		253,335.25
TEAMSTERS LOCAL 456 160 SOUTH CENTRAL AVENUE ELMSFORD, NY 10523	TEAMSTERS LOCAL 456 160 SOUTH CENTRAL AVENUE ELMSFORD, NY 10523	DEBT		236,321.10
ST. LAWRENCE CEMENT CO., LLC. P.O. BOX 8500-6930 PHILADELPHIA, PA 19178	ST. LAWRENCE CEMENT CO., LLC. P.O. BOX 8500-6930 PHILADELPHIA, PA 19178	MATERIAL DEBT		146,916.69
TILCON NEW YORK, INC. 162 OLD MILL ROAD WEST NYACK, NY 10994	TILCON NEW YORK, INC. 162 OLD MILL ROAD WEST NYACK, NY 10994	MATERIAL DEBT		90,066.72
PREMIUM PETROLEUM, INC. 31 ALBANY POST ROAD P.O. BOX 117 MONTROSE, NY 10548	PREMIUM PETROLEUM, INC. 31 ALBANY POST ROAD P.O. BOX 117 MONTROSE, NY 10548	MATERIAL DEBT		36,510.57
CJN ENTERPRISES 4 FOWLER AVENUE OSSINING, NY 10562	CJN ENTERPRISES 4 FOWLER AVENUE OSSINING, NY 10562	MATERIAL DEBT		32,544.48
AMERICAN EXPRESS P.O. BOX 2855 NEW YORK, NY 10116-2855	AMERICAN EXPRESS P.O. BOX 2855 NEW YORK, NY 10116-2855	CREDIT CARD DEBT		29,317.33
LOCAL 137 JOINT FUND 1360 PLEASANTVILLE ROAD BRIARCLIFF MANOR, NY 10510	LOCAL 137 JOINT FUND 1360 PLEASANTVILLE ROAD BRIARCLIFF MANOR, NY 10510	BUSINESS DEBT		16,186.54
CHASE CARD SERVICES MASTERCARD P.O. BOX 15153 WILMINGTON, DE 19886-5153	CHASE CARD SERVICES MASTERCARD P.O. BOX 15153 WILMINGTON, DE 19886-5153	CREDIT CARD DEBT		14,150.38

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
DEGUSSA ADMIXTURES, INC. 24503 NETWORK PLACE CHICAGO, IL 60673-1245	DEGUSSA ADMIXTURES, INC. 24503 NETWORK PLACE CHICAGO, IL 60673-1245	MATERIAL DEBT		11,774.13
HIGH BRIDGE STONE CO. P.O. BOX 228 HIGHBRIDGE, NJ 08829	HIGH BRIDGE STONE CO. P.O. BOX 228 HIGHBRIDGE, NJ 08829	MATERIAL DEBT		9,382.00
KINGSTON BLOCK & MASONRY 1 KIEFER LANE KINGSTON, NY 12401	KINGSTON BLOCK & MASONRY 1 KIEFER LANE KINGSTON, NY 12401	MATERIAL DEBT		7,927.20
H&C TRUCK REPAIR 801 NEPPERHAN AVENUE YONKERS, NY 10703	H&C TRUCK REPAIR 801 NEPPERHAN AVENUE YONKERS, NY 10703	MATERIAL DEBT		5,826.55
RIVERVIEW INDUSTRIES 3012 ROUTE 9 COLD SPRINGS, NY 10516	RIVERVIEW INDUSTRIES 3012 ROUTE 9 COLD SPRINGS, NY 10516	MATERIAL DEBT		5,560.66
MCNEILUS TRUCK & MFG CO. 524 COUNTRY ROAD 34 EAST P.O. BOX 70 DODGE CENTER, MN 55927	MCNEILUS TRUCK & MFG CO. 524 COUNTRY ROAD 34 EAST P.O. BOX 70 DODGE CENTER, MN 55927	MATERIAL DEBT		3,343.42
ESSEX CEMENT COMPANY P.O. BOX 651036 CHARLOTTE, NC 28265	ESSEX CEMENT COMPANY P.O. BOX 651036 CHARLOTTE, NC 28265	MATERIAL DEBT		2,703.52
CORSI TIRE 24 WESTCHESTER AVENUE P.O. BOX 51 THORNWOOD, NY 10594	CORSI TIRE 24 WESTCHESTER AVENUE P.O. BOX 51 THORNWOOD, NY 10594	MATERIAL DEBT		1,617.75
WEST HOOK & GRAVEL, INC. P.O. BOX 16 CROSS RIVER, NY 10518	WEST HOOK & GRAVEL, INC. P.O. BOX 16 CROSS RIVER, NY 10518	MATERIAL DEBT		1,500.00
KFW DECORATIVE MATERIALS, INC. 3595 ROUTE 82 MILLBROOK, NY 12545	KFW DECORATIVE MATERIALS, INC. 3595 ROUTE 82 MILLBROOK, NY 12545	MATERIAL DEBT		1,300.00

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the PRESIDENT of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date January 12, 2009

Signature /s/ LEONARD LUISO
LEONARD LUISO
PRESIDENT

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

Schedule II

List of Debtors' 5 Largest Secured Creditors

BYRAM CONCRETE & SUPPLY INC.

Citibank, N.A.	\$4,149,137.01
450 Mamaroneck Avenue	
Harrison, New York 10528	

SOUTH STREET MATERIALS, INC.

Bank of New York/ Chase	\$ 93,436.67
P.O. Box 9001022	
Louisville, Kentucky 40290-1022	

Schedule III

Balance Sheet

Byram
Consolidated Balance Sheet

	October 2008	December 31 2007
Assets		
Current Assets		
Cash	196,288.72	707,768.51
Accounts Receivable (net of Allowance of \$1,300,000 and \$1,000)	4,742,307.39	5,989,407.10
Inventory	452,000.00	502,671.00
Other Receivables	377,613.23	494,686.32
D/T/F - Byram Ready Mix	-	329,577.92
Prepaid Expenses	378,575.54	329,577.92
Total Current Assets	6,146,784.88	8,024,110.85
Property, Plant & Equipment		
Furniture & Fixtures	78,236.77	139,466.33
Transportation Equipment	4,818,822.14	4,580,266.13
Machinery & Equipment	1,204,165.42	1,157,779.84
Leasehold Improvements	317,959.00	317,959.00
Computer Equip. & S/W	152,555.50	-
Property, Plant & Equipment	6,571,738.83	6,195,471.30
Less Accumulated Depreciation	(5,181,309.85)	(5,074,912.00)
Net Property, Plant & Equipment	1,390,428.98	1,120,559.30
Total Assets	7,537,213.86	9,144,670.15
Liabilities and Stockholders' Equity		
Current Liabilities		
Accounts Payable & Accrued Expenses	7,498,770.54	6,760,799.20
CitiBank Line of Credit	2,650,000.00	2,650,000.00
CitiBank Note (Current portion)	360,000.00	360,000.00
Total Current Liabilities	10,508,770.54	9,770,799.20
Long-Term Liabilities		
CitiBank Note	1,105,465.95	1,401,954.99
Loan Payable - Byram Concrete	-	430,946.57
Officer Loans	752,700.12	34,532.03
Loans - other	159,961.16	34,532.03
Total Long-Term Liabilities	2,018,127.23	1,867,433.59
Total Liabilities	12,526,897.77	11,638,232.79
Stockholders' Equity (Deficit)		
Common Stock	460,241.00	460,241.00
Treasury Stock	(672,650.00)	(672,650.00)
Additional Paid In Capital	700,000.00	650,000.00
Retained Earnings	(5,477,274.91)	(2,931,153.64)
Total Stockholders' Equity (Deficit)	(4,989,683.91)	(2,493,562.64)
Total Liabilities and Stockholders' Equity	7,537,213.86	9,144,670.15

SOUTH STREET MATERIALS, INC
ESTIMATED FIGURES

BALANCE SHEET
DECEMBER 31, 2008

ASSETS

Current Assets:	
Cash in Bank	\$ 159,204
Accounts Receivable	2,251,390
Merchandise Inventory	<u>75,000</u>
Total Current Assets	<u><u>\$ 2,485,594</u></u>
Fixed Assets:	
Autos and Trucks	\$ 499,432
Office Equipment	76,338
Accumulated Depreciation	<u>-200,000</u>
Total Fixed Assets	<u><u>375,770</u></u>
TOTAL ASSETS	<u><u>\$ 2,861,364</u></u>

LIABILITIES

Current Liabilities:	
Accounts Payable	\$ 1,949,178
Loan Pay - Orix Fin.	77,856
Loan Pay. - Chase	<u>100,000</u>
Total Current Liabilities	<u><u>\$ 2,127,034</u></u>
Long-Term Liabilities:	
Loan Pay - Orix Fin.	\$ 50,416
Loan Pay - Byram Conc.	<u>500,000</u>
Total Long-Term Liabilities	<u><u>550,416</u></u>
TOTAL LIABILITIES	<u><u>2,677,450</u></u>

EQUITY

Capital Stock	\$ 134,239
Retained Earnings	2,356
Year to Date Earnings	<u>47,319</u>
Total Stockholder's Equity	<u><u>183,914</u></u>
TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY	<u><u>\$ 2,861,364</u></u>

THESE NUMBERS ARE UNAUDITED AND ARE THE REPRESENTATION OF MANAGEMENT

Schedule IV

Bilotta Construction Corp. v. Byram Concrete and Supply, Inc. Index No. 1010/2008, Supreme Court of the State of New York, County of Putnam. Action for breach of contract and/or negligence. Pending, awaiting transfer to Westchester County.

Almeida Oil Co., Inc. v. Byram Concrete & Supply, Inc. and Leonard J. Luiso, Individually Index No. 06-24634, Supreme Court of the State of New York, County of Westchester. Discovery complete, waiting for Plaintiff to file Note of Issue.

South Street Materials, Inc. and Byram Concrete & Supply, Inc. v. HVA Realty LLC et al. Index No. 18410/08, Supreme Court of the State of New York, County of Westchester. Seeking Mechanic's Lien Foreclosure, pending.

Byram Concrete & Supply, Inc. and Byram Redi Mix, Inc. v. City of New Rochelle, Frank Tricarico Contractors, Inc. and Frank Tricarico. Index No. 4331/09, Supreme Court of the State of New York, County of Westchester. Pending.

Byram Concrete & Supply, Inc. v. The Osborn, Kreisler Borg Florman General Construction Co., Inc. et al. Index No. 19652/02, Supreme Court of the State of New York, County of Westchester. Multi-party litigation, scheduled for trial 2/17/09.

Exhibit V

Projections

Byram Concrete
Consolidated Statement of Operations

	WE 1/3/09	WE 1/10/09	WE 1/17/09	WE 1/24/09	WE 1/31/09	1 Months Ended Jan 31, 2009
Yardage	143.0	1,856.5	2,500.0	2,000.0	2,300.5	8,800.0
Selling Price	\$125	\$125	\$125	\$125	\$125	\$124.95
Sales	\$17,868	\$231,970	\$312,376	\$249,901	\$287,448	\$1,099,563
Material costs	\$9,181	\$119,187	\$160,500	\$128,400	\$147,692	\$564,960
Variable Labor Costs	2,308	29,964	40,350	32,280	37,130	142,032
Fixed Labor Costs	1,007	27,254	31,785	28,264	30,380	118,689
Payroll Taxes	488	8,423	10,617	8,912	9,937	38,375
Insurance	865	11,223	15,113	12,090	13,907	53,196
401k safe harbor	0	0	0	0	0	0
Other Expenses	2,805	79,195	70,178	49,006	46,746	247,930
Total Exp	\$16,653	\$275,245	\$328,542	\$258,952	\$285,791	\$1,165,183
EBITDA	\$1,215	(\$43,274)	(\$16,166)	(\$9,051)	\$1,657	(\$65,620)
Interest (Income) Expense, n	0	8,250	8,250	8,250	8,250	33,000
Depreciation & Amortization I	0	0	0	0	37,000	37,000
Net Income (Loss)	\$1,215	(\$51,524)	(\$24,416)	(\$17,301)	(\$43,593)	(\$135,620)

**Byram Consolidated
Cost of Goods Sold**

	WE 1/3/09	WE 1/10/09	WE 1/17/09	WE 1/24/09	WE 1/31/09		1 Months Ended Jan 31, 2009
	Yardage	143.0	1,856.5	2,500.0	2,000.0	Total	8,800.0 Per Yard
Cement	\$3,998	\$51,908	\$69,900	\$55,920	\$64,322	\$246,048.00	\$27.96
Stone	2,697	35,014	47,150	37,720	43,387	165,968.00	18.86
Sand	2,071	26,882	36,200	28,960	33,311	127,424.00	14.48
Additives	415	5,384	7,250	5,800	6,671	25,520.00	2.90
Total Materials	\$9,181	\$119,187	\$160,500	\$128,400	\$147,692	\$564,960.00	\$64.20
Salaries - Yard	\$342	\$4,437	\$5,975	\$4,780	\$5,498	\$21,032.00	\$2.39
O/T - Yard	97	1,262	1,700	1,360	1,564	5,984.00	0.68
Salaries - Driver	1,496	19,419	26,150	20,920	24,063	92,048.00	10.46
O/T - Driver	569	7,389	9,950	7,960	9,156	35,024.00	3.98
Salaries - Mechanic	438	5,683	7,653	6,122	7,042	26,936.80	3.06
O/T - Mechanic	146	1,894	2,550	2,040	2,347	8,976.00	1.02
Total Union Wages	\$3,088	\$40,084	\$53,978	\$43,182	\$49,670	\$190,000.80	\$21.59
Salaries - Dispatch	\$227	\$2,952	\$3,975	\$3,180	\$3,658	13,992.00	1.59
Union Benefits	1,203	15,613	21,025	16,820	19,347	74,008.00	8.41
Payroll Taxes	488	6,331	8,525	6,820	7,845	30,008.00	3.41
Total Wage Related Expenses	\$5,005	\$64,979	\$87,503	\$70,002	\$80,520	\$308,008.80	\$35.00
Fuel / Oil	501	6,498	8,750	7,000	8,052	\$30,800.00	\$3.50
Vehicle Expense	382	4,957	6,675	5,340	6,142	23,496.00	2.67
Yard Expense	130	1,689	2,275	1,820	2,093	8,008.00	0.91
Plant Expense	325	4,214	5,675	4,540	5,222	19,976.00	2.27
Professional fees - Plant	0	0	5,000	0	0	5,000.00	0.57
Electric / Gas	0	2,397	3,603	0	0	6,000.00	0.68
Water	0	0	0	500	0	500.00	0.06
Tires	82	1,058	1,425	1,140	1,311	5,016.00	0.57
License & Permits	0	3,000	0	0	0	3,000.00	0.34
Equipment Rentals	0	0	6,977	0	0	6,976.78	0.79
Insurance	572	7,426	10,000	8,000	9,202	35,200.00	4.00
Rent	0	19,000	0	0	0	19,000.00	2.16
Other	0	0	0	0	200	200.00	0.02
Total Other COGS Expenses	\$1,991	\$50,239	\$60,380	\$28,340	\$32,223	\$163,172.78	\$18.54
Total Cost of Goods Sold	\$16,176	\$234,406	\$298,383	\$226,742	\$260,435	\$1,036,141.58	\$117.74

Byram Consolidated Selling, General & Administrative Expenses

Yardage	1 Months Ended Jan 31, 2009					Total 107,200.0	Per Yard \$0.61
	WE 1/3/09	WE 1/10/09	WE 1/17/09	WE 1/24/09	WE 1/31/09		
Salary - Sales	\$0	\$2,212	\$2,212	\$2,212	\$2,212	\$8,848.00	\$0.08
Officer Salary	0	3,681	3,681	3,681	3,681	14,723.08	0.14
Administrative Salary	0	8,289	8,289	8,289	8,289	33,157.28	0.31
Payroll Taxes	0	2,092	2,092	2,092	2,092	8,367.43	0.08
Total Wage Related Expenses	\$0	\$16,274	\$16,274	\$16,274	\$16,274	\$65,095.79	\$0.61
Employee Medical Insurance	0	10,414	(806)	(806)	(202)	8,599.32	0.08
Employee Pension Expense	0	0	0	0	0	0.00	0.00
Total Employee Expenses	\$0	\$26,688	\$15,467	\$15,467	\$16,072	\$73,695.11	\$0.69
Insurance	293	3,797	5,113	4,090	4,705	17,996.36	0.17
Rent	0	0	0	7,500	0	7,500.00	0.07
Professional fees (Includes ADP)	184	5,960	185	185	185	6,698.83	0.06
Travel Expense	0	0	0	0	0	0.00	0.00
Entertainment Expense	0	163	163	163	163	650.00	0.01
Advertising & Sales Promotions	250	250	250	250	250	1,000.00	0.01
Dues & Subscriptions	250	250	250	250	250	1,000.00	0.01
Contributions	125	125	125	125	125	500.00	0.00
Other Sales Expenses	107	107	680	107	107	1,001.00	0.01
Telephone		5,000				5,000.00	0.05
Stationery & Office Supplies	0	1,000	1,000	1,000	1,000	4,000.00	0.04
Repair & Maintenance - Office Equipr	0	1,000	1,000	1,000	1,000	4,000.00	0.04
Bank and Credit Card fees	0	1,500	1,500	1,500	1,500	6,000.00	0.06
Bad Debt	0	0	0	0	0	0.00	0.00
Other Administrative Expenses	0	0	0	0	0	0.00	0.00
Total S, G & A Expenses	\$477	\$40,839	\$30,159	\$32,210	\$25,356	\$129,041.30	\$1.20

Byram Concrete Supply, Inc.
Projected Expenses

Byram Concrete Payables by Week

Week Ending 1/17/09

AT & T	125.90
BNY Leasing	2,950.28
EZ Pass	500.00
Fed Exp	191.18
Mericap	4,026.50
N&T Repairs	3,000.00 Move hot Water Sys fr Deactivated yonkers Loc
NYS Disability Ins	1,267.20
Poland Spring	520.72
Ricoh america	179.28
Rostek, miles	6,000.00
Sprint	2,700.00
Verizon	2,001.55
World call	1,608.82
Zano	7,000.00 Move hot Water Sys fr Deactivated yonkers Loc
Payroll	65,641.00
Materials	160,500.00
Total	<u><u>258,212.43</u></u>

Week Ending 1/24/09

Honda Financing	705.00
NYS Ins Fund	11,306.47
Board of Water	500.00
Payroll	82,752.00
Materials	128,400.00
Total	<u><u>223,663.47</u></u>

South Street Materials Payables by Week**Week Ending 1/17/09**

	<u>Estimated Collections</u>
AAA Carting	76.67
American Exp	600.00
Cablevision	129.80
Con Edison	948.24
Fuel/Gas	1,500.00
GE Capital	994.25
JP McHale	96.96
JTC Rent	2,073.40
LJL Realty	6,850.00
Sprint	189.49
Verizon	252.78
 Officer Payroll	1,000.00
Non Officer Payroll	4,253.89
Sub Total	18,965.48
	145,000.00

Week Ending 1/24/09

Chase MC	300.00
Con Edison	825.00
First Rehab Life	600.00
JTC Rent	2,958.75
JWM Rent	5,177.82
NYS sales tax	15,000.00
Premium Petro	929.58
Safeco Ins	-
Thompson, Gloria	500.00 reimbursable Exp
 Officer Payroll	1,000.00
Non Officer Payroll	3,000.00
Sub Total	30,291.15
	100,000.00

Week Ending 1/31/09

Burnwell gas	400.00
Chase credit line	671.15
Orix	6,488.00
State Ins Fund	5,898.01
 Officer Payroll	1,000.00
Non Officer Payroll	3,000.00
Sub Total	17,457.16
	100,000.00

Week Ending 2/7/09

GE Capital	1,732.18
Thompson, Gloria	500.00 reimbursable Exp
 Officer Payroll	1,000.00
Non Officer Payroll	3,000.00
Sub Total	6,232.18
	75,000.00
 Total	72,945.97
	420,000.00